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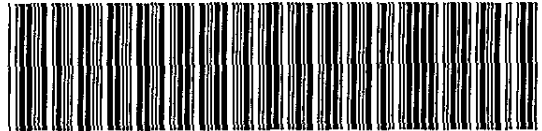
(Business Entity Name)

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Amend.
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12/15/03

The Law Office of
Cindy S. Vova
P.A.

Cindy S. Vova
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December 4, 2003

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Florida Ocean Group, Inc.

Dear Sir or Madam:

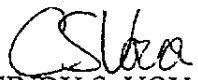
Attached hereto please find the Articles of Amendment to Articles of Incorporation of Florida Ocean Group, Inc. I have also enclosed a check for the following charges:

Filing Fee	\$35.00
Two (2) Certified Copies of Amendment	<u>\$17.50</u>
Total	\$52.50

I am also enclosing a Federal Express Package for the return of the two certified copies to me. Please use this package so that I may receive them in a expeditious manner.

I thank you for your attention to this matter. Should you require any additional information, please feel free to contact me.

Very truly yours,


CINDY S. VOVA *by P.M.*

CSV/pm
encl.

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
of
FLORIDA OCEAN GROUP, INC.

Document Number: N03000008365

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendments adopted: Article III of the original Articles of Incorporation shall be amended as follows:

ARTICLE III

The specific purpose for which this corporation is organized is:
Environmental Improvements to Beaches and Intracoastal Waterways.

Said organization is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article V shall be amended as follows:

ARTICLE V

The name and address of the registered agent is:

Arianne Deville
251 North Tradewinds
Ft. Lauderdale, FL 33308

Article VI shall be amended as follows:

ARTICLE VI

The name and address of the incorporator is:

Arianne Deville
251 North Tradewinds
Ft. Lauderdale, FL 33308

Article VII shall be amended as follows:

ARTICLE VII

The initial officer(s) and/or director(s) of the corporation is/are:

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Title: P,S
Arianne Deville
251 North Tradewinds
Ft. Lauderdale, FL 33308

Article XIII shall be amended as follows:

ARTICLE XIII

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any further federal tax code; or (b) by an organization; contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article IX shall be added as follows:

ARTICLE IX

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article X shall be added as follows:

ARTICLE X

The effective date for this corporation shall be: 10/01/03.

SECOND: The date of adoption of these amendments was: December 1, 2003.

THIRD: Adoption of Amendment:

There are no members or members entitled to vote on the amendment. The amendments were adopted by the initial board of director.



Arianne Deville

President and Secretary

Date: December 4, 2003